

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE**

In re) Chapter 11
)
W. R. GRACE & CO., *et al.*¹) Case No. 01-1139 (JKF)
) Jointly Administered
Debtors.)
) Hearing Date: January 13, 2009 at 9:00 a.m. (EST)
) Re: Docket Nos. 19579, 19581, 19620, 19988, 19989, 19990,
) 20121

**CERTIFICATION OF COUNSEL REGARDING FURTHER AMENDMENTS TO
THE DISCLOSURE STATEMENT AND PLAN OF REORGANIZATION, AND
THE FILING OF THE COOPERATION AGREEMENT (EXHIBIT 10) AND
THE PROPERTY DAMAGE CASE MANAGEMENT ORDER (EXHIBIT 25)**

The Debtors hereby file the attached documents which further amend the Disclosure Statement and Plan of Reorganization, filed with the Court on November 21, 2008 (Docket No 20121), and supplement the exhibit book to the Disclosure Statement by filing Exhibits 10 and 25, respectively. The Disclosure Statement and Plan filed herewith are in clean and black-line

¹ The Debtors consist of the following 62 entities: W. R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W. R. Grace & Co.-Conn., A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace 11, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W. R. Grace Capital Corporation, W. R. Grace Land Corporation, Gracoal, Inc., Gracoal 11, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuming, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

form, compared against the versions filed on November 21, 2008. The exhibits filed herewith are in clean form.

1. The amended Disclosure Statement and Plan filed herewith address the objections and comments received from parties in interest before and following the hearings of November 24, 2008 and December 15, 2008, respectively.

2. The amended Disclosure Statement and Plan do not address the *Motion to Approve Class Settlement and Certification of the U.S. ZAI Class* (Docket No. 20275) (the “ZAI Class Certification Motion”) and the related Class Settlement Agreement. The Disclosure Statement and Plan will be further amended to address such matters shortly.

3. The cooperation agreement filed herewith supplements the exhibit book to the Disclosure Statement by incorporating Exhibit 10, which previously was labeled as “To be Filed.”

4. The property damage case management order and exhibit thereto filed herewith represent the Debtors’ current proposed procedures for the resolution of all Asbestos PD Claims.

PLEASE TAKE NOTICE, that the continued hearing on the Disclosure Statement and solicitation, and the ZAI Class Certification Motion, will be held on January 13, 2009 at 9:00 a.m. before the Honorable Judith K. Fitzgerald, United States Bankruptcy Judge for the District of Delaware, at the United States Bankruptcy Court, Western District of Pennsylvania, 5414 U.S. Steel Tower, 600 Grant Street, Pittsburgh, PA 15219.

Dated: December 19, 2008
Wilmington, Delaware

Respectfully submitted,
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